

ORION ENERGY SYSTEMS, INC.

Reported by
SCRIBANTE JOHN H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/22/17 for the Period Ending 02/21/17

| | |
|-------------|---|
| Address | 2210 WOODLAND DRIVE MANITOWOC, WI 54220 |
| Telephone | 800-660-9340 |
| CIK | 0001409375 |
| Symbol | OESX |
| SIC Code | 3640 - Electric Lighting And Wiring Equipment |
| Industry | Construction Supplies & Fixtures |
| Sector | Consumer Cyclical |
| Fiscal Year | 03/31 |

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * Scribante John H (Last) (First) (Middle) 2210 WOODLAND DRIVE (Street) MANITOWOC, WI 54220 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol ORION ENERGY SYSTEMS, INC. [OESX] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/21/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|---|---|

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 630981 | D | |
| Common Stock | 2/21/2017 | | P | | 20000 | A | \$1.7603 | 40000 | I | By IRA |
| Common Stock | | | | | | | | 84648 | I | By TMS Trust (1) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (right to buy) | \$2.50 | | | | | | | (2) | 6/2/2016 | Common Stock | 40000 | | 40000 | D | |
| Stock Options (right to buy) | \$5.35 | | | | | | | (3) | 8/8/2018 | Common Stock | 21452 | | 21452 | D | |
| Stock Options (right to buy) | \$3.78 | | | | | | | (4) | 5/19/2019 | Common Stock | 11759 | | 11759 | D | |
| Stock Options (right to buy) | \$3.01 | | | | | | | (5) | 9/1/2019 | Common Stock | 250000 | | 250000 | D | |
| Stock Options (right to buy) | \$3.46 | | | | | | | (6) | 5/18/2020 | Common Stock | 16731 | | 16731 | D | |
| Stock Options (right to buy) | \$2.03 | | | | | | | (7) | 6/12/2022 | Common Stock | 100000 | | 100000 | D | |
| Stock Options (right to buy) | \$1.62 | | | | | | | (8) | 11/12/2022 | Common Stock | 100000 | | 100000 | D | |

Explanation of Responses:

- (1) By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.
- (2) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 2, 2006, became fully exercisable on March 31, 2011.
- (3) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 8, 2008, became exercisable in 20% increments on August 8, 2009, 2010, 2011, 2012 and 2013, respectively.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2009, became exercisable in 20% increments on May 19, 2010, 2011, 2012, 2013 and 2014, respectively.
- (5) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted September 1, 2009, will vest and become exercisable in 50,000 share increments when the average trading price of the Issuer's common stock equals or exceeds \$4.00, \$5.00, \$6.00, \$7.00 and \$ 8.00 per share.

- (Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 18, 2010, became exercisable in
6) 20% increments on May 18, 2011, 2012, 2013, 2014 and 2015, respectively.
- (Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 12, 2012, vests and becomes
7) exercisable in 20% increments on June 12, 2013, 2014, 2015, 2016 and 2017, respectively.
- (Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted November 12, 2012, became
8) exercisable in three equal installments on November 12, 2013, 2014 and 2015, respectively.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scribante John H 2210 WOODLAND DRIVE MANITOWOC, WI 54220 | X | | | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for John H. Scribante

2/22/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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